

RECORDATION NO. 24475 FILED

JUN 02 '03

4-17 PM

SURFACE TRANSPORTATION BOARD

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OF COUNSEL
URBAN A. LESTER

June 2, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Agreement (2003-A), dated as of June 3, 2003, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: MTA 2003-A Trust
c/o Wilmington Trust Company, not in its
individual capacity, but solely as Trustee under
the Trust Agreement (2003-A)
Rodney Square North
1100 North Market Street
Wilmington, DE 19890-1605

Lessee: Metropolitan Transportation Authority
347 Madison Avenue
9th Floor
New York, NY 10017

Mr. Vernon A. Williams
June 2, 2003
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A description of the railroad equipment covered by the enclosed document is:

72 subway cars bearing Metropolitan Transportation Authority reporting marks and road numbers 8141 - 8204 and 8213 - 8220.

A short summary of the document to appear in the index is:

Memorandum of Lease Agreement (2003-A).

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a stylized flourish at the end.

Robert W. Alvord

RWA/anm
Enclosures

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MEMORANDUM OF LEASE AGREEMENT (2003-A) SUBMITTED TO THE METROPOLITAN TRANSPORTATION BOARD
of June 3, 2003, between MTA 2003-A Trust (the "Lessor") and METROPOLITAN TRANSPORTATION AUTHORITY, (the "Lessee"). Capitalized terms used herein and not otherwise defined shall have the respective meanings set forth in Appendix A to the Participation Agreement (2003-A) dated as of June 3, 2003 among Metropolitan Transportation Authority, as Lessee, MTA 2003-A Trust, as Lessor, Metropolitan Life Insurance Company, as Equity Investor, AIG-FP Funding (Cayman) Limited, as Series A Lender, Dexia Crédit Local, New York Agency, as Series B Lender and Agent and Wilmington Trust Company, as Trustee and in its individual capacity only to the extent expressly provided therein.

WHEREAS, Lessor and Lessee have entered into that certain Lease Agreement (2003-A) dated as of June 3, 2003 (the "Lease") as supplemented by that certain Lease Supplement (2003-A) dated June 3, 2003 (the "Supplement") (the terms of each of which are incorporated herein by reference), covering the mass transit equipment identified in Schedule A hereto, bearing the equipment numbers of Lessee shown in said Schedule A;

WHEREAS, the Lease and the Supplement shall be effective as of the Delivery Date; and

WHEREAS, this memorandum may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one such memorandum.

IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

MTA 2003-A TRUST

BY: WILMINGTON TRUST COMPANY, not in
its individual capacity, but solely as Trustee
under the Trust Agreement (2003-A)

By:  _____

Name:

Title:

Patricia A. Evans
Assistant Vice President

METROPOLITAN TRANSPORTATION
AUTHORITY

By: _____

Name:

Title:

IN WITNESS WHEREOF, the parties wish to show for the public record the leasehold interest of the Lessee in said mass transit equipment, and accordingly have caused this memorandum to be executed by their officers thereunto authorized, as of the date first above written.

MTA 2003-A TRUST

BY: WILMINGTON TRUST COMPANY, not in
its individual capacity, but solely as Trustee
under the Trust Agreement (2003-A)

By: _____
Name:
Title:

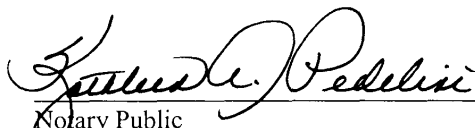
METROPOLITAN TRANSPORTATION
AUTHORITY

By: Kimberly Paparello
Name: Kimberly Paparello
Title: Director of Finance

STATE OF ~~Delaware~~)
)ss.:
COUNTY OF ~~New Castle~~)

On this 9th day of May, 2003, before me personally appeared **Patricia A. Evans**, to me personally known, who, by me being duly sworn, says that he/she is the **Assistant Vice President** of Wilmington Trust Company, that the foregoing instrument was signed on behalf of MTA 2003-A Trust by authority of Wilmington Trust Company, as Trustee under the Trust Agreement (2003-A), and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said MTA 2003-A Trust and Wilmington Trust Company.

KATHLEEN A. PEDELINI
NOTARY PUBLIC - DELAWARE
My Commission Expires Oct. 31, 2006




Notary Public

My Commission Expires: _____


STATE OF NEW YORK)
)ss.:
COUNTY OF NEW YORK)

On this 28th day of May, 2003, before me personally appeared Kimberley Paparello, to me personally known, who, by me being duly sworn, says that she is the Director of Finance of Metropolitan Transportation Authority, that the foregoing instrument was signed on behalf of said Metropolitan Transportation Authority by authority of its Board of Directors, and he/she acknowledges that the execution of the foregoing instrument was the free act and deed of said Metropolitan Transportation Authority.



Notary Public

My Commission Expires: _____

Gail Cook
Notary Public, State of New York
No. 01C06042644
Qualified in Bronx County
Commission Expires May 30, 2006 

NYMTA/MetLife

Closing Date: June 3, 2003

E&Y cost per car: ~~██████████~~

Number of cars: 72

Total Trans. Volume: ~~██████████~~

CAR NUMBER	NYCT COND. ACCEP. DATE
8141-8144	6/26/2002
8145-8148	6/26/2002
8149-8152	5/20/2002
8153-8156	5/20/2002
8157-8160	6/5/2002
8161-8164	6/18/2002
8165-8168	6/18/2002
8169-8172	6/5/2002
8173-8176	7/18/2002
8177-8180	6/26/2002
8181-8184	6/26/2002
8185-8188	7/18/2002
8189-8192	7/25/2002
8193-8196	7/25/2002
8197-8200	8/9/2002
8201-8204	8/9/2002
8213-8216	9/16/2002
8217-8220	9/16/2002